

## Key Changes to MPSA Bylaws

**Process:** *MPSA issued an RFP for a consultant to conduct a Governance Review. In consultation with the Executive Committee, Maxwell Associates prepared a draft of the revised bylaws. This document highlights the key changes.*

### ARTICLE I: General

- 1. Name.** From the original Article I.
- 2. Incorporation.** It is now common to explicitly mention the State of incorporation.
- 3. Statement of Purpose.** From the original Article II-1.
- 4. Limitations.** Nonpartisanship is mentioned in the original Article II-2, using wording from the bylaws of the American Political Science Association (APSA).
- 5. Dissolution.** New. Based on the bylaws of American Statistical Association (ASA).

### ARTICLE II. Membership

- 1. General.** From the original Article III-1.
- 2. Classifications of Membership.** From the original Article III-2. Council now has authority to establish, alter or eliminate classes of membership.
  - a. Individual.** From the original Article III-1.
  - b. Institutional.** From the original Article III-1.
  - c. Affiliate.** New. This membership class is used in the bylaws of APSA and American Educational Research Association (AERA).

### ARTICLE III. Meeting of Members

- 1. Annual Business Meeting.** From the original Article X-1 and Article X-2. Added that it can take place as a Special Business Meeting.
- 2. Special Meetings.** New. Based on the bylaws of the Association for Research on Nonprofit Organizations and Voluntary Action (ARNOVA).
- 3. Quorum.** From the original Article X-2. Uses 1% of membership rather than 5%. APSA uses 1% to start meeting, 2% to vote.
- 4. Voting.** New. From ARNOVA's bylaws.
- 5. Election of the Council.** New. From ARNOVA's bylaws.

## **ARTICLE IV. Council** (From Article IV)

**1. Duties of the Council.** From the original Article VIII-3.

**2. Number and Composition.** From the original Article IV.

*a. Elected Council Members.* The same elected council members are listed in the original Article IV along with the appointed members below. Treasurer is now elected not appointed.

*b. Ex Officio Council Members.* Listed in the original Article IV and Article VII. These appointed positions will become *ex officio* or non-voting council members. APSA's bylaws has the Executive Director as an *ex officio* Council Member and the Editors and Program Chairs are not on the Council.

**3. Term Limits.** New. Limits elected council members to no more than two consecutive full terms on the Council. Based on ARNOVA's bylaws. Does not apply to *ex officio* members.

### **4. Vacancies**

*a. Resignations.* New, but current MPSA practice. Based on ARNOVA's bylaws.

*b. Removal from Office.* New. Based on APSA's bylaws.

*c. Code of Conduct and Conflict of Interest.* New, but current MPSA practice. Included in APSA's bylaws.

### **5. Filling Interim Vacancies on the Council**

*a. President.* New. Based on APSA's bylaws.

*b. President-Elect.* New. Based on APSA's bylaws.

*c. Members of the Council; Other Officers.* Mentioned in the original Article V-1. Based on APSA's bylaws.

## **ARTICLE V. Meetings of the Council**

**1. Notice.** New. Wording from Maxwell Associates.

**2. Quorum.** From last sentence of the original Article IV.

**3. Frequency.** New but current MPSA practice. Based on APSA's bylaws.

**4. Remote Meetings.** Allowed under Illinois law. Based on APSA's bylaws.

**5. Action without a Meeting by Unanimous Consent.** New, but current law for Illinois nonprofits. Based on ARNOVA's bylaws.

**6. Proxy Voting.** This the law for Illinois nonprofits. Wording from ARNOVA's bylaws.

## **ARTICLE VI. Duties of Officers**

**1. President.** From the original Article VIII-1.

**2. President-Elect and Immediate Past President.** Mentioned in the original Article VIII-1. Expanded beyond just discussing the President. Revised version is more accurate.

**3. Vice Presidents.** From the original Article VI. Responsibilities expanded from Investment Committee to a Finance Committee.

**4. Executive Director.** From the original Article VIII-2. Uses a more current description of the position of Executive Director, written by Maxwell Associates.

**5. Treasurer.** From the original Article VII-4. Treasurer now chairs finance committee.

**6. Secretary.** Mentioned in the original Article VII-2.

## **ARTICLE VII. Nominations and Elections for the Council**

### **1. Nominations**

*a. Nominations Committee.* From the original Article V-1. Date to notify members and replaced with “two weeks prior to the election.”

*b. Nominations by Petition.* From the original Article VI-1. Petitions now require 50 signatures rather than 20 (like APSA), and must be filed 7 days before the meeting, rather than 24 hours. For APSA, the petition must be filed 21 days before.

**2. Elections.** From the original Article V-2-a. Now requires a simple majority rather than two-thirds majority. Now specifies that the polling ends 30 days after the ballots are sent to members (print or electronic). No longer mentions voting to send the ballot to all members.

## **ARTICLE VIII. Committees**

**1. General.** New, but current MPSA practice.

**2. Executive Committee.** New, but current board policy.

**3. Finance Committee.** From Article VI. Expanded from investments to finance committee.

**4. Nominations Committee.** From the original Article V-1.

**5. Conference Program Committee.** From the original Article VII-2.

## **ARTICLE IX. The Journal(s) of the Association**

**1. Journal Publication.** From the original Article IX-1.

**2. Journal Editor(s).** From the original Article IX-2.

**3. Editorial Board.** From the original Article IX-3.

**ARTICLE X: INDEMNIFICATION** The inclusion of Indemnification Articles in bylaws has become more common in the past decade and is recommended by BoardSource. These articles provide protection for Directors and Officers.

- 1. Indemnification.** New. Based on APSA's bylaws.
- 2. Relationship to Other Rights.** New. Wording from WFYI Foundation.
- 3. Extent of Indemnification.** New. Wording from WFYI Foundation.
- 4. Advancement of Expenses.** New. Wording from WFYI Foundation.
- 5. Purchase of Insurance.** New. Based on ARNOVA's bylaws.

**ARTICLE XI. Amendments to the Bylaws**

- 1. Amendments Submitted by the Council.** From the original Article XI.
- 2. Amendments Submitted by Petition.** From the original Article XI, using wording from APSA's bylaws.
- 3. Voting.** Discussed in the original Article XI. Mail/electronic voting now closes after 30 days. Requires two-thirds majority rather than a simple majority.